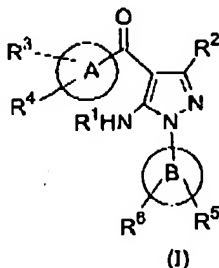


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CLAIM LISTING

1. (Currently Amended) A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (e**b**) heteroalkenyl;
- (f**c**) heteroalkynyl;
- (e**d**) optionally substituted heterocyclalkyl;
- (f**e**) optionally substituted heterocyclalkenyl;
- (g**f**) optionally substituted heterocyclalkynyl;
- (h**g**) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (i**h**) optionally substituted heterocyclalkylamino;
- (j**i**) optionally substituted heterocyclalkylcarbonyl;
- (k**i**) -Y-(alkylene)-R⁹ where:
Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and

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- R^9 is cyano, optionally substituted heteroaryl, $-\text{COOH}$, $-\text{COR}^{10}$, $-\text{CONR}^{12}\text{R}^{13}$, $-\text{SO}_2\text{R}^{14}$, $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$, where R^{10} is optionally substituted heterocycle, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (jk) $-\text{C}(-\text{NR}^{20})(\text{NR}^{21}\text{R}^{22})$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(\text{CH}_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (ml) $-\text{NHC}(\text{X})\text{NR}^{23}\text{R}^{24}$ where X is $-\text{O}-$ or $-\text{S}-$, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (nm) $-\text{CONR}^{25}\text{R}^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;
- (on) cycloalkylalkyl, ~~cycloalkylalkenyl~~ and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (po) arylaminoalkylene or heteroarylaminomethylene;
- (qp) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ or $\text{Z-alkylene-OR}^{32}$ where Z is $-\text{O}-$, and R^{30} , R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;
- (rq) $-\text{OC}(\text{O})\text{-alkylene-CO}_2\text{H}$ or $-\text{OC}(\text{O})\text{-NR}'\text{R}''$ (where R' and R'' are independently hydrogen or alkyl);
- (sr) heteroarylalkenylene or heteroarylalkynylene; and
- (ts) heteroalkylamino;

R^4 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and

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(e) hydroxy;

R^5 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R^6 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Currently Amended) The compound of Claim 1 wherein R^3 is:

- (a) optionally substituted heterocycl;

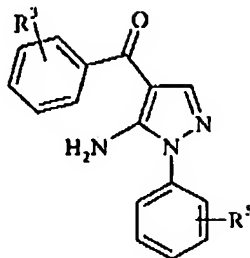
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- (b) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, $\text{SO}_2\text{R}'$ (where R' is alkyl) or $\text{SO}_2\text{NHR}'\text{R}''$ (where R' and R'' are independently hydrogen or alkyl);
 - (c) heteroalkenyl;
 - (d) heteroalkylamino;
 - (e) optionally substituted heterocyclylalkyl or heterocyclyloxy;
 - (f) optionally substituted heterocyclylalkenyl;
 - (g) optionally substituted heterocyclylalkynyl;
 - (h) optionally substituted heterocyclylalkoxy;
 - (i) optionally substituted heterocyclylalkylamino;
 - (j) optionally substituted heterocyclylalkylcarbonyl;
 - (k) $-\text{Y}-(\text{alkylene})-\text{R}^9$ where Y is a single bond $-\text{O}-$ or $-\text{NH}-$ and R^9 is optionally substituted heteroaryl, $-\text{CONR}^{12}\text{R}^{13}$, SO_2R^{14} , $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHISO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl,
 - (l) cycloalkylalkyl, ~~cycloalkylalkenyl~~ and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
 - (m) arylaminoalkylene or heteroarylaminomethylene; or
 - (n) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ where Z is $-\text{O}-$, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.
3. (Original) The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.
4. (Original) The compound of Claim 3 wherein A is phenyl.
5. (Original) The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

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6. (Original) The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.
7. (Canceled)
8. (Canceled)
9. (Original) The compound of Claim 8, wherein R^3 is at the 3-position.
10. (Original) The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.
11. (Original) The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.
12. (Original) The compound of Claim 5, wherein R^3 is optionally substituted phenyl.
13. (Original) The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl
14. (Currently amended) The compound of Claim 13, wherein R^3 is at the 3-position.
15. (Original) The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.
16. (Previously presented) A compound selected from the group of compounds represented by the Formula:

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wherein:

R^5 is halo or alkyl; and

R^3 is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) $-Y-(alkylene)-R^9$ where Y is a single bond, $-O-$ or $-NH-$ and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f) $Z-alkylene-NR^{30}R^{31}$ where Z is $-O-$, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

17-21. (Canceled)

22. (Previously Presented) The compound of Claim 16, wherein R^3 is heteroalkylamino.

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23. (Previously presented) The compound of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.
24. (Canceled)
25. (Original) The compound of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.
26. (Original) The compound of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.
27. (Canceled)
28. (Original) The compound of Claim 16 wherein R^3 is -Y-(alkylene)- R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl.
29. (Original) The compound of Claim 28, wherein Y is a single bond and R^9 is SO₂R¹⁴ or -SO₂NR¹⁵R¹⁶.
30. (Original) The compound of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

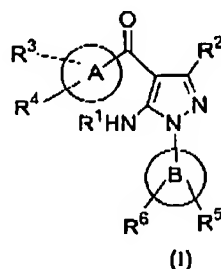
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31. (Canceled)

32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

33-38. (Canceled)

39. (Currently amended) A compound selected from the group of compounds represented by Formula (I):



wherein:

A and B are simultaneously an aryl or a heteroaryl ring;

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

R³ is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, NHSO₂R¹⁷ or -NHISO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or

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- (f) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, or alkyl or;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R⁵ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclylalkyl;
- (m) optionally substituted heterocyclylalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and

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(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.